SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

1295633

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-
0076
Expires: May 31, 2005
Estimated average
burden
hours per response I

SEC	USE ONLY
Prefix	Serial
DAT	E RECEIVED

Name of Offering ([] check if this i	s an amendment and name has changed, and indicate	ecnange.)
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u> [] <u>Rule 505</u> [X] <u>Rule 506</u> [] Secti	on 4(6) [] ULOE
Type of Filing: [X] New Filing [] Amendment	
Notice that the Contract contr	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested	about the issuer	
	s an amendment and name has changed, and indiciate	change.)
4-G Paintball, Inc. Address of Executive Offices (Including Area Code)	(Number and Street, City, State, Zip Code) Te	elephone Number
800 East Campbell Road, Suite 19	99. Richardson, Texas, 75081	972/680-512
	erations (Number and Street, City, State, Zip Code)	Telephone Number
Brief Description of Business Paintball products and services	PROCESSED	
	111N 28 2004 Z	

ROCESSED JUN 28 2004 E THOMSON FINANCIAL

MM

Type of Business Organization [X] corporation [] business trust	[] limited partners	ship, already formed ship, to be formed	[] other (ple	ase specify):
Direction and could inflation in recovering an extension of the configuration of the final configuration and an extension of the configuration of the config	от постоя по том по в серейний установа на постоя на пост	Month Year		
Actual or Estimated Date of Inc Organization:	corporation or	[05] [2004]	[X] Actual	[] Estimated
Jurisdiction of Incorporation or				on for State: T][X]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

Α.	BA	SIC	IDE	NTIF	ICAT	ION	DAT	Ά

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[]	Promoter	[X]	Beneficial Owner	[X]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last na	me firs	t, if individua	al)		MANAGEMENT CONTINUES AND CO.		ocygozicznie oklaszka okacijacki.			***************************************
Hill, J. Howard								-		
Business or Reside	nce A	ddress (Num	ber an	d Street, City	y, State	, Zip Code)	•			
1475 Brookcliff Driv	<u>re, Mar</u>	rietta, Georg	ia 300	62					-	
Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[]	Executive Officer	[X]	Director	[]	General and/or Managin Partner
Full Name (Last na	me firs	t, if individua	al)		BOOK CONTRACTOR STREET		*COMBAND TO MICHAELY SCREEN	STICENEN CALLANTON OF THE CONTROL ATTACKNESS		COLOR THE PROPERTY AND ADDRESS OF THE PROPERTY ADDRESS OF THE PROPERTY AND ADDRESS OF THE PROPERTY ADDRESS OF
Brenda Webb										
Business or Reside	nce A	ddress (Num	ber an	d Street, City	y, State	, Zip Code)				
800 East Campbell	Road.	Suite 199,	Richard	dson, Texas	75081					
Check Box(es) that Apply:	[]	Promoter	[X]	Beneficial Owner	[X]	Executive Officer	[X]	Director		General and/or Managing Partner
Full Name (Last na	me firs	t, if individua	al)	ellentente soorte and an ellentente soorte s		ntidation de season entre en dispeta van de reducente entre entre entre entre entre entre entre entre entre en	***************************************			
Gerald Garcia		<u> </u>								
Business or Reside	nce A	ddress (Num	ber an	d Street, City	y, State	, Zip Code)				
800 East Campbell	Road.	Suite 199.	Richard	dson, Texas	75081					

Check Box(es) that Apply:		Promoter	[X]	Beneficial Owner	[X]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last na	me firs	t, if individua	al)		· · · · · · · · · · · · · · · · · · ·				······	***************************************
Silvana Garcia										
Business or Reside	nce A	ddress (Num	ber ar	nd Street, City	y, State	, Zip Code)				
800 East Campbell	Road,	Suite 199, I	Richar	dson, Texas	75081					
Check Box(es) that Apply:		Promoter	[X]	Beneficial Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last nai Richard Garcia	me firs	t, if individua	ai)				***************************************	enadanin colonidad de de decidad de constantin de decidad decidad de decidad	······································	
Business or Reside	nce A	ddress (Num	ber ar	nd Street, City	y, State	, Zip Code)				
800 East Campbell	Road,	Suite 199,	Richar	dson, Texas	75081					
Check Box(es) that Apply:	[]	Promoter	[X]	Beneficial Owner	[X]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last na	me firs	t, if individua	al)		Bed (1005), 660 millionidae (1000) en	rational de la contradición de l	and the second seco			
Daysi Garcia										
Business or Reside	nce A	ddress (Num	ber ar	nd Street, City	y, State	, Zip Code)				
800 East Campbell	Road,	Suite 199	Richar	dson, Texas	75081					
Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[X]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last na	me firs	t, if individua	al)		ting ultimodilar v pravis resident	rincianus rinochendricas conseninante conseninante consenina	TOTAL STREET,		CHICLEGO CONTRACTORISMO	MANAGEMENT THE PROPERTY OF THE
Andrew Deignan										
Business or Reside	nce A	ddress (Num	ber ar	nd Street, City	y, State	, Zip Code)				
800 Fast Campbell	Road	Suite 199	Richar	denn Tevae	75081					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	the control of the control	**************************************	British Carpello ang Palong Spale (1995)		В.	INFORI	MATION	ABOUT	OFFERI	NG	(1.00.01.1.00.1.00.00.00.00.00.00.00.00.0		**************************************	
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?				d, or do	es the iss	uer inter	nd to sell,	to non-a	ccredite	d investor	s in this	,		No [X]
3. Does the offering permit joint ownership of a single unit?	2 10/6												.4 000	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)							•		-					No
directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [] All States (Check "All States" or check individual States) [] [] [[[GA]				•		·	•					٠ [X]	[]
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security Debt	Aggregate Offering Price \$	Amount Already Sold \$\$ \$\$ \$\$ \$\$ \$\$
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE.	Number Investors 7 0	Aggregate Dollar Amount of Purchases \$25,960.00 \$0 \$
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering Rule 505 Regulation A Rule 504 Total	Type of Security	Dollar Amount Sold \$ \$ \$

in this offering. Exclude amounts relating solely to organization expenses of the is- may be given as subject to future contingencies. If the amount of an expenditure is			
estimate and check the box to the left of the estimate.	S HOLKI	iown, ru	misn an
Transfer Agent's Fees	[]	\$	
Printing and Engraving Costs	[]	\$	
Legal Fees	[X]		<u>00.00</u>
Accounting Fees			
Engineering FeesSales Commissions (specify finders' fees separately)	[]	\$ \$	
Other Expenses (identify) <u>blue sky filing fees</u>	[]	φ \$	
Total	[X]	\$3.0	00.00
	• •	,	
b. Enter the difference between the aggregate offering price given in response to f			
C - Question 1 and total expenses furnished in response to Part C - Question 4.a.		\$ <u>227</u>	<u>,000.00</u>
This difference is the "adjusted gross proceeds to the issuer."			
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any			
purpose is not known, furnish an estimate and check the box to the left of the			
estimate. The total of the payments listed must equal the adjusted gross			
proceeds to the issuer set forth in response to Part C - Question 4.b above.			
		ents to	
	Office		
	Direct Affiliat	ors, &	Payments To Others
Salaries and fees		12,000	
Purchase of real estate			[]\$
Purchase, rental or leasing and installation of machinery			[X] \$5,000
and equipment			
Construction or leasing of plant buildings and facilities	[]\$_		[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in			
exchange for the assets or securities of another issuer	[]\$_		[]\$
pursuant to a merger)			
Repayment of indebtedness	[]\$_		[]\$
Working capital	[]\$_		[X] \$95,000
Other (specify):	[]\$_		[]\$
	[]\$_		[]\$
Column Totals	[X] \$1	12,000	[X] \$115,000
Total Payments Listed (column totals added)	-	[X]\$ <u>22</u>	<u>27,000.00</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date			
4-G Paintball, Inc.	Andrew Deus	June 23, 2004			
Name of Signer (Print or Type)	Title of Signer (Print or Type)				
Andrew Deignan	Chief Operating Officer				

1	ATTENTION	
	Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18	
	U.S.C. 1001.)	

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes []	No [X]

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date			
4-G Paintball, Inc.	Ander Degr	June 23, 2004			
Name of Signer (Print or Type)	Title (Print or Type)				
Andrew Deignan	Chief Operating Officer				

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to no accred investo Star (Part B	o sell on- dited ors in te -Item	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL	163	NO		invesiors	Amount	invesiors	Amount	169	INO
AK	******							***************************************	-
AZ									
AR									
CA		9		H00:0000000000000000000000000000000000	***************************************			TOTAL CO. CO. SOCIOLOGICA CO.	**************************************
со		X	\$230,000 Preferred Stock						
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GA		X	\$230,000 Preferred Stock	2	\$8,000	0	0		X
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IA									
KS									
KY LA									
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MI		X	\$230,000 Preferred Stock	1	\$2,960	0	0		X
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VA								
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